AU SMALL FINANCE BANK LIMITED

CIN: L36911RJ1996PLC011381
Registered Office: 19-A, Dhuleshwar Garden, Ajmer Road, Jaipur – 302001, Rajasthan, India
Corporate Office: 5th Floor, E-Wing, Kanakia Zillion, Junction of CST Road & LBS Marg, Kurla (West), Mumbai – 400070, Maharashtra, India
Tel: +91-141 4110060 | E-mail: investorrelations@aubank.in | Website: www.aubank.in

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars)

Dear Member(s),

NOTICE is hereby given that pursuant to provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by Institute of Company Secretaries of India, General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021 and No. 03/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and other applicable rules/regulations/guidelines/circulars/ notifications [including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force], AU Small Finance Bank Limited ("**Bank**") is seeking consent of the members of the Bank on special business set out herein, proposed to be passed through Postal Ballot, only by way of remote electronic voting ("**e-voting**").

In terms of the MCA Circulars and in view of requirement of social distancing due to COVID-19, companies are advised to take all decisions requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, in compliance of MCA Circulars, the Bank will send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Registrar and Transfer Agent ("**RTA**") of the Bank or Depository/Depository Participants. Hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

You are requested to peruse the following proposed Resolution along with Explanatory Statement provided by the Bank and thereafter record your assent or dissent by means of e-voting system by **5.00 p.m. on Saturday, 12th November, 2022**. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. **Saturday, 12th November, 2022**. Further, resolution passed by the members through E-voting are deemed to have been passed effectively at a general meeting.

SPECIAL BUSINESS:

ITEM NO. 1: TO APPROVE THE RE-APPOINTMENT OF MR. RAJ VIKASH VERMA, INDEPENDENT DIRECTOR (NON-EXECUTIVE) (DIN: 03546341) AS PART-TIME CHAIRMAN OF THE BANK SUBJECT TO APPROVAL OF RESERVE BANK OF INDIA

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Section 10A, 10B(1A), 35B of the Banking Regulation Act, 1949, RBI Notification RBI/2019-20/204 DoR.Appt.No.58/29.67.001/2019-20 dated 31st March, 2020 and other relevant provisions of the Banking Regulation Act, 1949, and the rules, guidelines, circulars, notifications issued by the Reserve Bank of India ("**RBI**") from time to time and to the extent applicable in this regard, applicable provisions of the Companies Act, 2013 (the "**Act**") read with the rules made thereunder and any other applicable laws (including any statutory modification(s), amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in consonance with the provisions of the Articles of Associations, and pursuant to the recommendation of the Nomination and Remuneration Committee **("NRC")** and the Board of Directors ("**Board"**), consent of the members of the Bank be and is hereby accorded to re-appoint **Mr. Raj Vikash Verma, Independent Director (Non-Executive) (DIN: 03546341)** as Part-Time Chairman of the Bank, with effect from 8th April, 2023 till 29th January, 2024, on compensation (honorarium) as approved or may be approved by Shareholders and RBI from time to time in addition to the sitting fees and reimbursement of expenses related to attending the meetings of Board and Committees thereof, as may be determined by the Board of Directors of the Bank.

RESOLVED FURTHER THAT Board of Directors (hereinafter referred to as the "**Board**" which term shall be deemed to include any committees constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) of the Bank, be and is hereby authorized, wherever required including the power to delegate the authority to any official(s) of the Bank to sign application, execute, submit any documents with Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Ltd., Securities and Exchange Board of India and any other authority(ies) as may be required, and to sign and deliver on behalf of the Bank all deeds, documents, declarations, undertakings, clarification, submissions and other writings, as applicable to any authority and to do all such other acts and things as may be required in this regard."

Place: Jaipur
Date: 10th October, 2022

By Order of the Board of Directors
For AU Small Finance Bank Limited

Registered Office:
19-A, Dhuleshwar Garden,
Ajmer Road, Jaipur – 302001, Rajasthan
Website: www.aubank.in
Tel: +91 141 4110060
E-mail: investorrelations@aubank.in

Sd/-
Manmohan Parnami
Company Secretary
Membership No: F9999

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out all material facts and reasons relating to the resolution in respect of the business set out above is annexed herewith.

2. Members may note that as required under the provisions of Sections 108 & 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank has engaged the services of National Securities Depository Limited to provide e-voting facility to members of the Bank.

3. The Board of Directors has appointed CS Manoj Maheshwari (FCS: 3355), Practicing Company Secretary, as Scrutinizer and failing him CS Priyanka Agarwal (FCS: 11138), Practicing Company Secretary as the Alternate Scrutinizer for conducting the postal ballot e-voting process in a fair and transparent manner.

4. The Postal Ballot Notice is being sent by e-mail to all the members of the Bank whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("**NSDL"**)/Central Depository Services (India) Limited ("**CDSL**") as on **Friday, 7th October, 2022** ("**Cut-off Date**"). It is however, clarified that all the persons who are members of the Bank as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolution specified in this notice.

5. Dispatch of the Notice shall be deemed to be completed on the day on which Bank or NSDL sends out the Postal Ballot Notice by e-mail to the members of the Bank.

6. Postal Ballot Notice is also available on the website of the Bank i.e. https://www.aubank.in/reports/disclosures and can also be downloaded by accessing website of the NSDL at www.evoting.nsdl.com and at the relevant sections of the websites of the BSE Limited at www.bseindia.com and National Stock Exchange of India Ltd. at www.nseindia.com.

7. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Jaipur (in vernacular language i.e. Hindi).

8. The remote e-voting period commences from **Friday, 14th October, 2022 [9.00 a.m. (IST)]** and ends on **Saturday, 12th November, 2022 [5.00 p.m. (IST)]**. During this period, members holding shares as on **Friday, 7th October 2022**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after **Saturday, 12th November, 2022 [5.00 p.m. (IST)]**. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.

The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Bank subject to the provisions of the Banking Regulation Act, 1949, as on the cut-off date i.e. **Friday, 7th October, 2022**.

9. All relevant documents referred to in this Notice requiring the approval of the members shall be available for inspection by the members. Members who wish to inspect the documents are requested to send an e-mail to investorrelations@aubank.in mentioning their Name, Client ID and DP ID.

10. Members whose E-mail id's are not registered with the depositories are requested to register their e-mail address with the Depository Participant with whom they are maintaining their demat account by following the procedure prescribed by the Depository Participant. These members may also cast their vote by following the e-voting process given in this notice.

11. Brief profile and other additional information of the proposed appointee pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is furnished as annexure to the Notice.

12. To exercise vote by using e-voting facility, please carefully follow the instructions given under the heading "**E-Voting Instructions**" of Postal Ballot Notice.

13. The Scrutinizer will submit his report to the Managing Director & CEO or to the Company Secretary as authorised by the Chairman of the Bank after completion of the scrutiny of votes cast through e-voting. The result of the voting by postal ballot will be announced on or before **Tuesday, 15th November, 2022** by the Managing Director & CEO or by the Company Secretary of the Bank. The result of the postal ballot will be posted on the Bank's website (https://www.aubank.in/reports/disclosures) and NSDL website (https://www.evoting.nsdl.com) immediately after the declaration of result and the same will also be communicated to BSE Limited and the National Stock Exchange of India Ltd. within stipulated time period as prescribed in this regard. The Scrutinizer's decision on the validity of e-voting will be final.

E-Voting Instructions:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system.
Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	i. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. ii. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. iv. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	i. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. ii. After successful login of Easi/Easiest the user will be also able to see the E - Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. iii. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration iv. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************.
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select **EVEN (122714**) of company for which you wish to cast your vote during the remote e-Voting period

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vmanda@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in to Ms. Pallavi Mhatre – Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, MUMBAI - 400 013.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@aubank.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@aubank.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

<u>Explanatory Statement pursuant to provisions of Section 102(1) of the Companies Act, 2013</u>

<u>Item No. 1:</u>

Mr. Raj Vikash Verma ("**Mr. R V Verma**") was initially appointed as an Independent Director (Non-Executive) of the Bank for a period of 3 years w.e.f. 30th January, 2018 and thereafter he was re-appointed as Independent Director of the Bank for a further period of 3 years w.e.f. 30th January, 2021 for 2nd tenure. Pursuant to the provisions of Section 149(11) of the Companies Act, 2013, no independent director shall hold office for more than two consecutive terms, accordingly, his tenure as Independent Director of the Bank will complete on 29th January, 2024.

Pursuant to the provisions of Sections 10B(1A) & 35B of the Banking Regulation Act, 1949, appointment of Chairman on part time basis shall be made with the previous approval of the RBI and be subject to such conditions as the RBI may specify while giving such approval. With the approval of shareholders and RBI, Mr. R V Verma was appointed as the Part-Time Chairman of the Bank for a period of 1 year w.e.f. 8th April, 2020 and thereafter re-appointed for a period of 2 years w.e.f. 8th April 2021 till 7th April, 2023.

Mr. R V Verma has vast and diversified experience of over 4 decades in fields of Finance, Economics, Banking, Regulatory Compliances, Housing & Mortgage Finance and the Real Estate Sector. During his illustrious career he has held several leadership positions in the Financial Services sector including many top management and Board positions.

Despite FY 2020-21 and first half of FY 2021-22 marred by the COVID-19 pandemic, under the able guidance of Mr. R V Verma, the Bank remained focused on driving business with right values and responding to the evolving circumstances which enabled the Bank to come out stronger and grow sustainably in terms of financial and operational parameters. the Bank has been immensely benefitted with his vast and diversified experience of over 40 years in fields of Finance, Accountancy, Economics, Banking, Regulatory Compliances, Housing & Mortgage Finance, Real Estate Sector and Human Resources.

Under his guidance, the Bank has put in place robust governance and compliance mechanisms supported by the functional structure across key sub-teams of Risk, Audit, Compliance, Vigilance and Secretarial which helped Bank measure its progress and pursue its long-term strategies while upholding stakeholder interests.

His guidance on improving corporate governance practices and submission of requisite information to the Board and Committee Members has led to enhancement in quality and flow of information for well-informed decisioning by the Board & Committees.

Nomination & Remuneration Committee deliberated and considered him fit and proper to continue as the Part Time Chairman and recommended his re-appointment as Part Time Chairman to the Board. Further, the Board at its meeting held on 10th October 2022 has approved and recommended his re-appointment with effect from 8th April, 2023 till 29th January, 2024 to members of the Bank and RBI.

Except Mr. R V Verma and his relatives, none of the other Directors / Key Managerial Personnel of the Bank / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board of Directors recommends the passing of Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members of the Bank.

Brief profile of Mr. R V Verma, nature of his expertise in specific functional areas and names of the Company in which he holds Directorship, shareholding, and relationships between Directors inter-se in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on the General Meetings ("SS2") are provided as annexure to this Notice.

Place: Jaipur
Date: 10th October, 2022

By Order of the Board of Directors
For AU Small Finance Bank Limited

Registered Office:
19-A, Dhuleshwar Garden,
Ajmer Road, Jaipur – 302001, Rajasthan
Website: www.aubank.in
Tel: +91 141 4110060
E-mail: investorrelations@aubank.in

Sd/-
Manmohan Parnami
Company Secretary
Membership No: F9999

BRIEF PROFILE AND OTHER INFORMATION OF DIRECTOR BEING APPOINTED, AS SET OUT IN THIS NOTICE, IN TERMS OF THE REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA

Particulars	**Mr. R V Verma**
Age	67 Years
Date of first appointment on Board	30th January 2018
Qualification	• Certified Associate of the Indian Institute of Bankers (CAIIB) • Master's in Business Administration, FMS, Delhi University • Master's in Economics, Delhi School of Economics, Delhi University • BA (Honors), Economics, Delhi University
Brief Resume including experience	He has vast and diversified experience of over 4 decades in fields of Finance, Economics, Banking, Regulatory Compliances, Housing & Mortgage Finance and the Real Estate Sector. During his illustrious career he has held several leadership positions in the Financial Services sector including many top management and Board positions, viz. Chairman and Managing Director (CMD) of National Housing Bank (NHB), Whole Time Director and Chairman of CERSAI, Non-Executive Director/Chairman of the India Mortgage Guarantee Corporation and Whole Time Member & Officiating Chairman of Pension Fund Regulatory and Development Authority (PFRDA). He is consultant to the World Bank Group on Housing, Real Estate and Mortgage Sector and appointed as Member on the Advisory Committee of the Insolvency and Bankruptcy Board of India (IBBI). He also served as Member on a number of Committees appointed by the Government of India and Reserve Bank of India and has played key roles in the formulation of various national level schemes and programmes on affordable and low-income Housing, Securitisation, informal sector and Micro housing finance and several other groundbreaking Initiatives and Projects.
Nature of expertise in specific functional areas	• Banking • Economics • Finance • Accountancy • Risk Management • Business Management • Human Resources
Other Directorship	• Ajivika Finance Limited • Sewa Grih Rin Limited • SBI Pension Funds Private Limited • India Mortgage Guarantee Corporation Private Limited • Encore Asset Reconstruction Company Private Limited

Particulars	Mr. R V Verma
Name of listed entities from which the person has resigned in the past three years	None
Chairmanship/Membership of Committee(s) in other companies in which position of Director is held#	1 (One)
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Company	NIL
No. of Board meetings attended during the year till 30th September 2022	9/9
Terms and conditions of appointment or re-appointment	Re-appointment as Part Time Chairman for 3rd term with effect from 8th April, 2023 till 29th January, 2024
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer explanatory statement for item no. 1
Remuneration last drawn*	Rs. 20,00,000/- p.a.
Remuneration sought to be paid	• He is entitled to a Compensation (Honorarium) of Rs. 20,00,000/- p.a. as approved by RBI. • He is also entitled to a sitting fee of Rs. 80,000/- for each Board Meeting attended & Rs. 40,000/- for each Committee Meeting attended as a member.

#Membership/Chairmanship of Audit Committee & Stakeholders Relationship Committee of listed and unlisted public companies have been considered.

*Excluding Sitting Fee.